IN THE UNITED STATES BANKRUPTCY COURT FOR THE EASTERN DISTRICT OF VIRGINIA RICHMOND DIVISION

In re:)	Chapter 11
CIRCUIT CITY STORES, INC., Debtor.)	Case No. 08-35653 (KRH)
)	(Jointly Administered)
)	Hon. Kevin R. Huennekens

ORDER ALLOWING ADMINISTRATIVE EXPENSES OF SIR BARTON LLC PURSUANT TO 11 U.S.C. §§ 503(b)(1)(A), 503(b)(9) AND 507(a)(2)

Upon the application of Sir Barton, LLC ("Sir Barton") for Entry of Order Allowing Administrative Expenses Pursuant to 11 U.S.C. §§ 503(b)(1)(A), 503(b)(9) and 507(a)(2) (the "Motion"); and the Court having reviewed the Application, and any Opposition thereto, and the Court having determined that the relief requested in the Application should be granted as set forth herein; and it appearing that proper and adequate notice of the Motion has been given and no further notice is necessary; and upon the record herein; after due deliberations thereon; and good and sufficient cause appearing therefor;

it is hereby:

ORDERED, ADJUDGED AND DECREED:

- 1. The Motion is granted; and
- 2. Sir Barton shall have and hereby has an allowed administrative expense in the amount of forty-four thousand two hundred forty-two dollars and twenty-four cents (\$44,242.24); and
- 3. The requirement under Local Bankruptcy Rule 9013-1(G) to file a memorandum of law in connection with the Motion is hereby waived; and

4. The Court shall retain jurisdiction to hear and determine all matters from or related to the implementation of this Order.

Dated:	Richmond,	Virginia
--------	-----------	----------

May _____, 2009

Kevin R. Huennekens

United States Bankruptcy Judge

WE ASK FOR THIS:

/s/ Troy N. Nichols

John P. Brice
Troy N. Nichols
WYATT, TARRANT & COMBS, LLP
250 West Main Street, Suite 1600
Lexington, Kentucky 40507
Telephone: (859) 233-2012

Facsimile: (859) 259-0649

COUNSEL TO SIR BARTON, LLC

CERTIFICATION OF ENDORSEMENT UNDER RULE 9022-1(C)

Pursuant to Local Bankruptcy Rule 9022-1(C), I hereby certify that the foregoing proposed order has been endorsed by or served upon all necessary parties.

/s/ Troy N. Nichols
Troy N. Nichols

30519735.1

SERVICE LIST

Douglas M. Foley, Esq.	Greg M. Galardi, Esq.	
McGuire Woods, LLP	Ian S. Fredericks, Esq.	
One James Center	Skadden, Arps, Slate, Meagher & Flom, LLP	
901 East Cary St.	One Rodney Square	
Richmond, VA 23219	P.O. Box 636	
	Wilmington, Delaware 19899-0636	
Counsel for the Debtors		
	Counsel for the Debtors	
Dion W. Hayes, Esq.	Chris L. Dickerson, Esq.	
Joseph S. Sheerin, Esq.	Skadden, Arps, Slate, Meagher & Flom, LLP	
Sarah Becket Boehm, Esq.	333 West Wacker Dr.	
McGuire Woods LLP	Chicago, IL 60606	
One James Center	Chicago, 112 00000	
901 East Cary Street	Counsel for the Debtors	
Richmond, Virginia 23219	Counsel for the Deolors	
Richmond, Virginia 25219		
Counsel for the Debtors		
Lynn L. Tavenner, Esq.	Jeffrey N. Poemrantz, Esq.	
Paula S. Beran, Esq.	Pachulski Stang Ziehl & Jones LLP	
Tavenner & Beran, P.C.	10100 Santa Monica Boulevard, 11th Floor	
20 North Eights Street, 2 nd Floor	Los Angeles, California 90067-4100	
Richmond, Virginia 23219		
	Counsel for the Official Committee of Unsecured	
Counsel for the Official Committee of Unsecured	Creditors	
Creditors		
Robert J. Feinstein, Esq.	Robert B. Van Arsdale, Esq.	
Pachulski Stang Ziehl & Jones LLP	Office of the U.S. Trustee	
780 Third Avenue, 36 th Floor	701 E. Broad Street, Suite 4304	
New York, New York 10017-2024	Richmond, Virginia	
Tion Tolk, from Tolk 10011-2027	Lionnoite, Tiguin	
Counsel for the Official Committee of Unsecured Creditors		